

AMALGAM

WITH GREAT POWER COMES GREAT POSSIBILITIES!



SPIDER-BY



DIRECT EDITION

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№ 1 \$1.95 US/\$2.75 CAN

Because you demanded it! A new comic featuring the AWESOME ARACH-KID in:

BIG TROUBLE!

SPLAT!

WE WANT TO BE LIKE YOU, SPIDER-BOY!

BUT THERE AM ONLY ONE SPIDER-BOY!

SO STOP FIGHTING SO BIZARNAGE WILL KILL YOU!

Y'KNOW-- YOU JUST CAN'T ARGUE WITH LOGIC LIKE THAT!

AND HERE I THOUGHT I WAS PROTECTING THE GENETIC RESEARCH FACILITIES OF PROTECT CADMUS FROM A DERANGED D.N. ALIEN BENT ON DEATH AND DESTRUCTION!*

GO FIGURE!

A new era of ARACHNID ACTION brought to you by...

KARL KESSEL writer/co-inker

MIKE WIERINGO penciler

GARY MARTIN co-inker

JOB BOSAS colorist

WILL OAKLEY letterer

GLENN GREENBERG assistant

TOM BREYVOORT editor

BOB HARRAS chief

*DON'T TELL US YOU MISSED THE MEGA-MILLION-SELLING WAY COOL SPIDER-BOY#37! IT'S STILL ON SALE AT DISCRIMINATING NEWSSTANDS ... IF YOU'RE LUCKY!--"BUGS" BREYVOORT.



YOU AM GOING NOWHERE, SPIDER-BOY--

SHRIMP!

--EXCEPT GOING TO DIE!



YOU GOTTA HAVE ME CROSSED WITH THAT WACKY CASTLE GUY, BIZ!

HUHR--?

ME--I'M TOO YOUNG TO HAVE A DEATHWISH!



THAP!

SEE--SOMEDAY PEOPLE'LL THINK OF THESE AS THE ADVENTURES OF SPIDER-MAN WHEN HE WAS A BOY! YOU HEARSE ME NOW, AND--

--AND MY MERCHANDISING'LL GO THROUGH THE ROOF, ACTUALLY!

UM, OKAY-- BAD EXAMPLE! BUT YOU GET THE IDEA!



NO--ME GET DIRECTOR HARPER!

TOM--!

ME BIZARNAGIZE HIM! ME BECOME CADMUZZ BIG BOSS!

SPIDER-BOY NOT DO WHAT I NOT WANT THEN!



WHOA! WAIT! HOLD IT--I'LL NOT DO WHAT YOU NOT WANT RIGHT NOW, BIZARNAGE!

TEK!

UH, I MEAN--COME AND GET ME! I'LL WAIT RIGHT HERE!

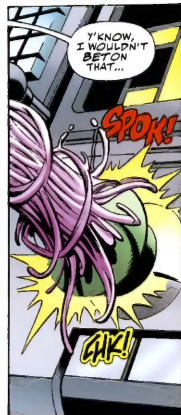
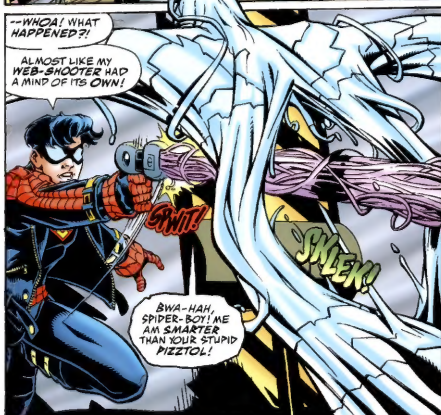
OH--AND SORRY ABOUT THAT "PERANGED P.N. ALIEN" STUFF. I WAS KINDA STRESSED OUT...

LEMME AT 'IM, REED! I'LL CLOBBER THAT CRUSTY CREEP!

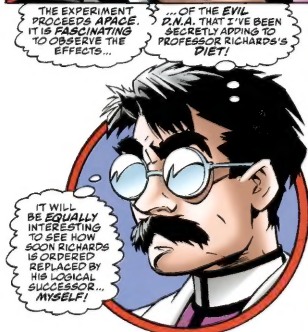
WAIT, ROCKY! LET'S SEE WHAT SORT OF WEB THE BOY'S WEAVING...

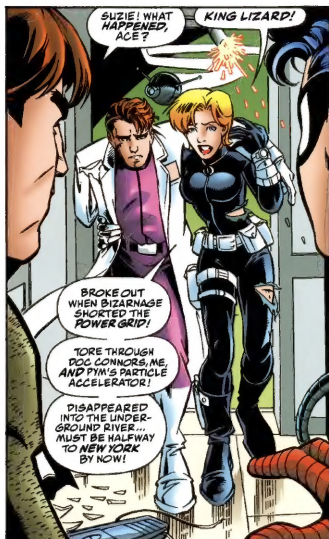
NO, SPIDER-BOY! DON'T WORRY ABOUT ME!

TOM HARPER









SUZIE! WHAT HAPPENED, ACE?

KING LIZARD!

BROKE OUT WHEN BIZARNAGE SHORTED THE POWER GRID!

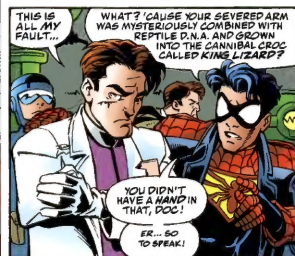
TORE THROUGH DOC CONNORS, ME, AND PYM'S PARTICLE ACCELERATOR!

DISAPPEARED INTO THE UNDERGROUND RIVER... MUST BE HALFWAY TO NEW YORK BY NOW!



SUSAN! IF ANYTHING HAD HAPPENED TO YOU--!

THANKS, REED-- BUT IT'LL TAKE MORE THAN A FEW CUTS AND BRUISES TO STOP SUE STORM, AGENT OF S.H.I.E.L.D.!



THIS IS ALL MY FAULT...

WHAT? 'CAUSE YOUR SEVERED ARM WAS MYSTERIOUSLY COMBINED WITH REPTILE D.N.A. AND GROWN INTO THE CANNIBAL CROC CALLED KING LIZARD?

YOU DIDN'T HAVE A HAND IN THAT, DOC!

ER... SO TO SPEAK!



WELL, THAT OVERGROWN IGUANA WON'T GET FAR!

I DON'T CARE IF IT TAKES THE CHALLENGERS OF THE FANTASTIC AND HALF THE ARMY!

ALL STATIONS --RED ALERT!

WHOA, SGT. ROCKY! ISN'T CADMUS A SECRET FACILITY?

LIKE, OH... ME?

SO SHOULDN'T WE TRY SOMETHING A BIT MORE SUBTLE THAN ALL-OUT WAR?



ALL RIGHT, YOU MALL-CRAWLING WALL-CRAWLER... YOU'VE GOT TWO HOURS-- THEN I CALL MY BOSS, BRUCE WAYNE, AND S.H.I.E.L.D. TAKES OVER!

JUST MAKE SURE YOU CALL COLLECT!

ALL THESE DISASTERS HAVE PUT CADMUS WAY OVER BUDGET!



SPIDER-BOY, I THOUGHT THAT SOUNDED LIKE YOU!

HAVE YOU HAD ANY CHANCE TO STUDY MY WHITE DWARF STAR DEVICE, YET?

OH-- DR. PALMER! YEAH, I, UM... KINDA DID!

I MEAN, I GOT SORTA ACCIDENTALLY SHRUNK TO SUB-ATOMIC SIZE BY IT?

BUT THEN I SAVED PRINCESS SHATTERSTAR-FIRE AND GOT US BOTH TO TERRA FIRMA, SO EVERYTHING'S COOL!*

* IN THE NOW-IMMORTAL OUTRAGEOUS SPIDER-BOY #305-- "TIMELINE" TOM.

YEAH, AND I STILL GOT FIVE MINUTES JUST GETTIN' MY RIDE--

HUH?!



CHIK!

CHIK!

TAKE! TEK! TEK!



HER HIGHNESS WAS SO GRATEFUL, SHE SAID SHE'D NEVER SPEAK TO ME AGAIN, BUT--

BUT DID ANYTHING HAPPEN TO MY MACHINE? NANO-TECH--

--IS THE HOBGOBLIN OF SMALL MINDS, RAY! I KEEP TELLING YOU--THE FUTURE'S MACRO, NOT MICRO!

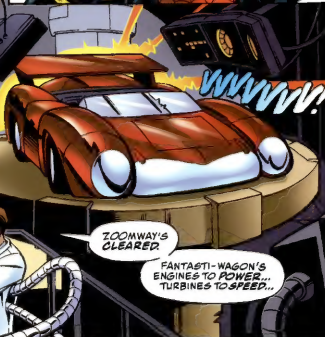
LISTEN TO YOUR OLD PAL, HANK PYM-- I USED TO THINK SMALL LIKE YOU, BUT NOW I THINK BIG AND--



Y'KNOW, I WISH I COULD ARGUE THE PHILOSOPHICAL IMPLICATIONS OF QUANTUM THEORY ALL DAY, DR. PYM... DR. PALMER...

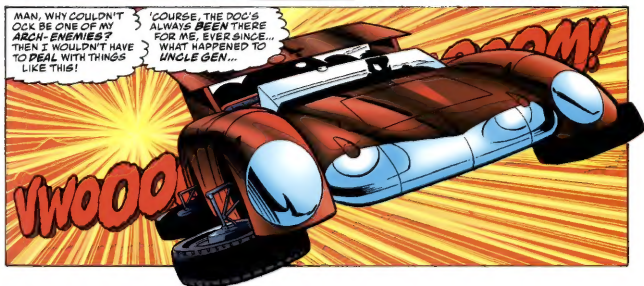
... BUT IF I DON'T BOOK-- NEW YORK'S DUSTED!

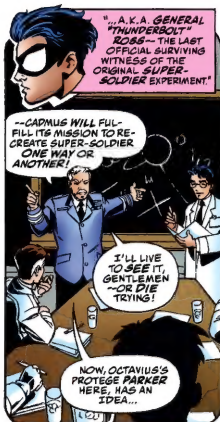
AGAIN?



ZOOMWAY'S CLEARED.

FANTASTI-WAGON'S ENGINES TO POWER... TURBINES TO SPEED...





"...A.K.A. GENERAL 'THUNDERBOLT' ROSS-- THE LAST OFFICIAL SURVIVING WITNESS OF THE ORIGINAL SUPER-SOLDIER EXPERIMENT."

--CAPMUS WILL FULFILL ITS MISSION TO RE-CREATE SUPER-SOLDIER ONE WAY OR ANOTHER!

I'LL LIVE TO SEE IT, GENTLEMEN--OR DIE TRYING!

NOW, OCTAVIUS'S PROTEGE PARKER HERE, HAS AN IDEA...



...TO CREATE A CLONE WITH THE GENETIC ABILITY TO MANIPULATE GRAVITY!

IT'S RADICAL, UNTESTED... AND THE CLOSEST WE MIGHT EVER COME TO THE SOLDIER!

IT FEELS RIGHT TO ME, GENTLEMEN, AND I'M WARNING YOU--I FIGHT FOR WHAT'S RIGHT!



"THAT BULLDOG ACTUALLY CONVINCED THOSE BIG BRAINS TO GREEN LIGHT A COLLEGE INTERN'S PSYCHO SCHEME!"

"EVEN THEN-CHIEF SCIENTIST VICTOR VON DOOM WENT ALONG..."

"...AND THIS WAS BEFORE HE BECAME DR. DOOMSDAY AND LOST HIS MARBLES!"



"'COURSE, GUESS THAT'S BETTER THAN LOSIN' YOUR LIFE..."

"...WHICH IS WHAT PETER PARKER DID ABOUT HALF-WAY THROUGH THE EXPERIMENT!"

"A MYSTERIOUS POWER-SURGE FRIED HIM..."

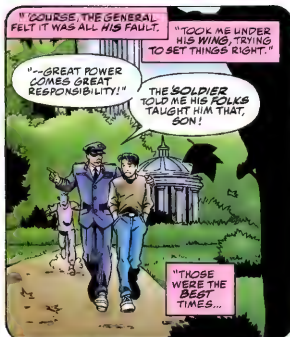
"...WIPED MOST OF THE OPERATION: RE-BIRTH FILES..."



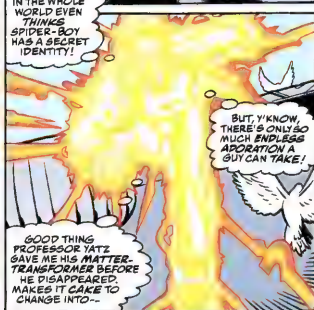
"...AND WOKE ME UP LIKE SOMETHIN' BIT ME!"

AAGH!

KEESH!









BEEN LOOKING FOR YOU, KID!

DON'T YOU EVER TAKE THE ELEVATOR?

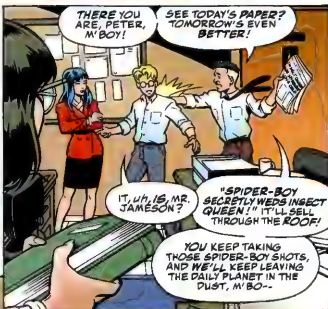
WELL, YOU KNOW US PHOTOGRAPHERS -- GOTTA STAY IN SHAPE IF WE'RE GONNA KEEP UP WITH ACE REPORTER, TANA MOON!



THEN I GUESS YOUR TRAINING'S ABOUT TO PAY OFF, KID.

I'M SURE THERE'S A SECRET GOVERNMENT BASE OUTSIDE OF THE CITY! I WANT YOU TO TAKE THE PHOTOS THAT'LL BLOW IT WIDE OPEN!

SHE MEANS CAPTAIN! BUT I CAN'T LET TANA--



THERE YOU ARE, PETER, M'BOY!

SEE TODAY'S PAPER? TOMORROW'S EVEN BETTER!

IT, uh, IS, MR. JAMESON?

"SPIDER-BOY SECRETLY WEDS INSECT QUEEN!" IT'LL SELL THROUGH THE ROOF!

YOU KEEP TAKING THOSE SPIDER-BOY SHOTS, AND WE'LL KEEP LEAVING THE DAILY PLANET IN THE DUST, M'BO--



JONAH! HOT TIP FROM MY MAN ON THE DOCKS!

TALK TO ME, RYDER!

BIG LIZARD TEARIN' UP PIER 69-- AND I DON'T MEAN A SEWER 'GATOR!



THEN WHY AREN'T YOU THERE, JACK?!

DON'T JUST STAND AROUND, TANA!

I WANT FACTS! I WANT FIGURES! I WANT PHOTOS!

WHERE'D PETER ROSS GO?!



♪ SPIDER-BOY, SPIDER-BOY, HAS THE VERY BEST ACTION TOYS!

TOP TEN SHOW, GAMES AND VID. GOTTA LOVE THE ARACH-KID!



WHOO! THEY'RE DEFINITELY SINGIN' MY SONG!

RAHHH! MY FIRSST TASSSTT OF FREEDOM!

HELP! GET HELP!

CAME OUTTA THE RIVER!

TOUGH AS A TANK!

CAN'T STOP IT!



SSSPIDER-BOY!

C'MON, KING! YOU KNOW WHAT THE DOGS SAID ABOUT BETWEEN-MEAL SNACKS!

AND IT LOOKS LIKE THEY WERE RIGHT! PUT ON A FEW POUNDS, HAVEN'T YOU?

WROK!





ANNOYING
HUMANSSS--

KRUNK!



--YOU CANNOT SSSSTAND
AGAISSST ME!

SHRAK-KOOM!



YERRH?

WHO'D WANT
TO, KING? I MEAN,
HAS ANYONE TALKED
TO YOU ABOUT PER-
SONAL HYGIENE?

FLOSSING
WOULD BE A GOOD
START-- I CAN STILL
SEE SOME BREAK-
FAST STUCK BETWEEN
YOUR TEETH!

OH--AND
THERE'S SOMETHING
IN YOUR EYE!



I SSSSNAP YOUR WEBBING
JUSSST LIKE I'LL SSSSNAP
YOU, SSSPIDER-BOY!

OOOH! I'M
SCARED! I'M
RUNNING AWAY!
LOOK--HERE
I GO!

YOU CANNOT
ESSSCAPE ME!



MMGH! THANKS,
ROXY-- BUT NO
SCALY ADOLPH'S
GONNA STOP
"BROOKLYN"
BARNES!

DON'T KNOW
HOW YOU DO IT,
SARGE! AIN'T
LIKE YOU'RE STILL
ONE'A WWII'S
YOUNG COMMANDOS,
Y'KNOW?

CAPTAIN MAKOA-- I'M
SURE THOSE TWO METAS
ARE WORKING TOGETHER!

SPARE ME YOUR
LATEST SPIDER-BOY
CONSPIRACY "FLASH,"
THOMPSON!

IF IT EVEN COMES
CLOSE TO MAKING
SENSE, I'D JUST HOP
THE NEXT PLANE BACK
TO HAWAII...!



I WILL SSSQUASH YOU, SSSPIDER-BOY! SSSWALLOW YOU WHOLE!

KROONK!

SPANK!

FOR ONCE I UNDERSTAND WHY YOU'RE SO HUNGRY, KING!

I MEAN-- YOU'RE A GROWING BOY! AND GROWING FAST, I MIGHT ADD!

THIS IS KIND OF A NEW LOOK FOR YOU, ISN'T IT?

AND NEW YORK'LL HAVE A NEW LOOK IF I DON'T FIGURE OUT WHAT'S MAKIN' THE KING LIVE LARGE, HERE...

PYM'S THE "BIG" MAN AT CADMUS --BUT I CAN'T EXACTLY CALL HIM IN TO CONSULT RIGHT--

KROONK!

KROONK!



D'OH!

Y'KNOW-- THERE'S A REASON I NEVER EARNED MY J.L.A. JR. DETECTIVE MERIT BADGE...



SUE STORM SAID HE TORE RIGHT THROUGH PYM'S PARTICLE ACCELERATOR!

AND WHAT HAPPENS WHEN SOMETHING'S EXPOSED TO THOSE PESKY PYM PARTICLES?

BIG TROUBLE!

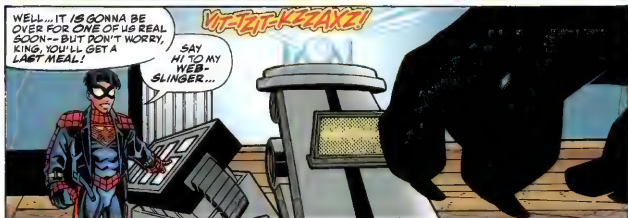


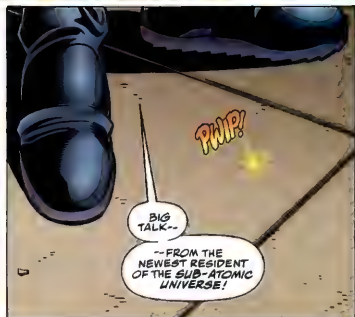
LUCKILY, I GOT JUST WHAT I NEED RIGHT HERE...

...SOMEWHERE...

LET'S SEE-- PHANTOM-NEGATIVE ZONE PROTECTOR... INVISIBLE FORCE-FIELD BELT... MOTHER CUBE...











--ALSO
KNOWN AS
**INSECT
QUEEN!**

FACE IT,
SPIDER--YOU
JUST HIT THE
JACKPOT!

NEED WE SAY IT?
CONTINUED!

Dear Spider-writers,

I just heard about the new SPIDER-BOY comic, and I couldn't be more thrilled! Of all the varied heroes of the Amalgam Omniverse, the Arach-Kid is hands down my favorite.

As you prepare to embark on what will no doubt be another triumphant step in the campaign to paper the world with copies of the Arach-Kid's exploits, here are just a few things to keep in mind:

1) Keep Spider-Boy a solo swinger. I keep hearing these rumors about him joining the J LX, the J LA, X-Patrol — every one short of the Mystery Clone Anti-Defamation League! While a guest appearance wouldn't be beyond the pale, Spidey works best when he's on his own (though if you wanna pair him up with Sparrow...)

2) With the large supporting cast you've developed, it's easy for some characters to fall by the wayside. Let's see more of Flash Thompson — his friendship with Spider-Boy's dead creator Peter Parker always makes for good conflict. Likewise, Brooklyn Barnes is always a welcome sight. And don't forget, you never did get around to explaining what the connection was between Daily Bugle columnist Jack Ryder and Nightcrawler!

3) Howsabout a battle between Spider-Boy and Dr. Doomsday? Since Victor Von Doom was one of the founding members of the Cadmus project, this'd seem to be a natural.

4) More Professor Dubbilex! That wacky telepathic D.N.Alien really cracks me up!

Sol Pomeroy
4065 Doveville Ln
Fairfax, VA 22032

Thanks for the kind words, Sol. We'll try to live up to your high expectations. As for your suggestions:

1) There aren't any plans at the moment for Spider-Boy to join a team — hey, he's got his hands full as it is! But don't be surprised to see our mail-crawler wall-crawler swinging through the pages of FANTASTIC LEGION in the near future.

2) Flash Thompson and the S.C.U. will be sharing the spotlight with SB in issue #4. As for Jack and the Nightcrawler, you'll have to keep an eye on the new J LX mag to learn their shocking secret!

3) The Doctor's schedule seems to be full these days. Sol, what with his appearance in X-PATROL this week (also written by Karl, with wife Barbara) But we'll pencil in an appearance as soon as he can squeeze us in!

4) Will do!

P.O. BOX: CADMUS



Dear Spider-guys,

Not to be a pain or anything, but don't you think you're maybe putting out too many books? The imminent arrival of the new adjectiveless SPIDER-BOY title brings the Arach-Kid's total to a whopping four! How can you seriously expect me to be able to afford it in addition to WAY-COOL SPIDER-BOY, OUTRAGEOUS SPIDER-BOY and AWESOME SPIDER-BOY? I hafta eat too, you know!

And I hear you're launching a whole slew of other new titles this February! BULLETS & BRACELETS! SPEED DEMON! DR. STRANGEFACE! The list goes on and on! While the prowess of the Amalgam Talent Pool is legendary, aren't you spreading yourselves a little bit thin?

Antonio Stradivarius
448 Bonnie Meadow Lane
New Rochelle, NY 95650

We appreciate your sentiments, Tony, but rest assured: if we didn't think we had top-flight talent available to make our new AMALGAM launches the best they could be, then we wouldn't be publishing them. After all, isn't that the way Stan Schwartz would have done it?

By the way, the new SPIDER-BOY solo book will be replacing WAY-COOL, OUTRAGEOUS and AWESOME on our publishing schedule, not joining them. We realize that our readers have only so much money to spend, so we thought we'd consolidate our efforts in a single mag, rather than "spread ourselves thin." Who loves ya, baby?

Give us a chance. We're certain you'll be pleased with the results.



Dear Spider-Boy,

Who is stronger, you or Super-Soldier?

Steve Logan
897 Lee Crescent North
Bridge of Don
Aberdeen AB22 5JR
Scotland

Before or after that
Saturday night bath?



Dear Karl, Ringo
and Co.,

I must say, the thing I like best about SPIDER-BOY is the constant involvement of my favorite characters of yester-year.

One of my most prized possessions is a battered copy of WORLD'S GREATEST COMICS from the 1940s featuring Super-Soldier and the Guardian Angel, given to me by my uncle. This old, beat-up comic mag sparked my imagination like nothing else. So it's with more than a little nostalgia that I look forward to your frequent appearances of Tom Harper. Sure, he's a little older and a little greyer. But for us old timers' sake, could it be possible for you to have him go into action one last time? I'd give almost anything to see Tom pull on the winged tunic and lift up the "badge of honor" one last time!

Likewise, as one of the premier teams of the silver age, it's nice to see that the Challengers of the Fantastic haven't been forgotten. Their current career choices all seem to be a logical outgrowth of the days when the "fatalistic foursome" took on all manner of bizarre menaces!

Oh, yeah, the Arach-Kid's okay, too.

Max Calvada
213 Sandy Pond Road
Amehurst, MA 01737
mcalvada@mail.trincoll.edu

Not sure about the likelihood of a reappearance of the Guardian Angel, Max. As you yourself point out, Tom is getting on in years, and has decided to leave the swashbuckling to the younger generation (which doesn't necessarily preclude his involvement in the action, as seen in his scuffle with Bizamage this issue.)

The Fantasti-Challs, on the other hand, are another story. Karl Kesel starts drooling whenever the prospect of a one-shot starring Reed and company comes up (to the consternation of wife Barbara, no doubt.) So we'll see.

NEXT: If Insect Queen wasn't enough of a shock for you, wait'll you see what happens when she and SB paint the town red! But the party's over when Mystallo reappears — and his newfound powers will amaze you! Plus, don't blink or you'll miss the world's most unnecessary cameo of the Magnetic Men! It's Kesel on lyrics, Ringo on drums and Brevoort on the floor under the table.



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MINUTEMEN

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